

Fill in this information to identify the case:

Debtor name Flywheel Sports Parent, Inc.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) 20-12157

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 13, 2020

X /s/ Travis Frenzel

Signature of individual signing on behalf of debtor

Travis Frenzel

Printed name

Authorized Signatory

Position or relationship to debtor

Fill in this information to identify the case:Debtor name Flywheel Sports Parent, Inc.United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORKCase number (if known) 20-12157☐ Check if this is an amended filing**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals**

12/15

Part 1: Summary of Assets**1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B*..... \$ 0.00**1b. Total personal property:**Copy line 91A from *Schedule A/B*..... \$ 0.00**1c. Total of all property:**Copy line 92 from *Schedule A/B*..... \$ 0.00**Part 2: Summary of Liabilities****2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ 37,269,467.00**3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ 261,501.95**3b. Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ 9,484.91**4. Total liabilities**
Lines 2 + 3a + 3b\$ 37,540,453.86

Fill in this information to identify the case:Debtor name **Flywheel Sports Parent, Inc.**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**Case number (if known) **20-12157**☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☒ No. Go to Part 2.
☐ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☐ No. Go to Part 3.
☒ Yes Fill in the information below.

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

8.1. Prepayment of Starr D&O Insurance policy through 2/28/2021**Unknown****9. Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$0.00**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?**

- ☒ No. Go to Part 4.
☐ Yes Fill in the information below.

Part 4: Investments**13. Does the debtor own any investments?**

- ☐ No. Go to Part 5.
☒ Yes Fill in the information below.

Debtor Flywheel Sports Parent, Inc.
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Valuation method used
for current value

Current value of
debtor's interest

14. **Mutual funds or publicly traded stocks not included in Part 1**
Name of fund or stock:

15. **Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**
Name of entity: % of ownership

15.1. Flywheel Sports, Inc. 100 % Unknown

16. **Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**
Describe:

17. **Total of Part 4.**

Add lines 14 through 16. Copy the total to line 83.

\$0.00

Part 5: Inventory, excluding agriculture assets

18. **Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. **Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☒ No. Go to Part 8.
☐ Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. **Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. **Does the debtor own or lease any real property?**

- ☒ No. Go to Part 10.
☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

- ☒ No. Go to Part 11.
☐ Yes Fill in the information below.

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Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

☐ No. Go to Part 12.

☒ Yes Fill in the information below.

Current value of
debtor's interest

71.	Notes receivable Description (include name of obligor)	
72.	Tax refunds and unused net operating losses (NOLs) Description (for example, federal, state, local)	
73.	Interests in insurance policies or annuities Starr Indemnity & Liability Company D&O Insurance Policy	Unknown

CNA Financial Insurance D&O Insurance Policy	Unknown
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Affiliated FM Property Insurance Policy	Unknown
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74. **Causes of action against third parties (whether or not a lawsuit has been filed)**

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

76. **Trusts, equitable or future interests in property**

77. **Other property of any kind not already listed** *Examples:* Season tickets, country club membership

78. **Total of Part 11.**
Add lines 71 through 77. Copy the total to line 90.

\$0.00

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

☒ No

☐ Yes

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Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	<u>\$0.00</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$0.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$0.00</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$0.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$0.00</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$0.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ <u>\$0.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$0.00</u>	+ 91b. <u>\$0.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$0.00</u>

Fill in this information to identify the case:Debtor name **Flywheel Sports Parent, Inc.**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**Case number (if known) **20-12157**☐ Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property****12/15**

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.☒ Yes. Fill in all of the information below.**Part 1: List Creditors Who Have Secured Claims****2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim
2.1	Cortland Capital Market Svcs. Creditor's Name 225 W. Washington St. 9th Floor Chicago, IL 60606 Creditor's mailing address Creditor's email address, if known Date debt was incurred 6/15/18 Last 4 digits of account number Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.	Describe debtor's property that is subject to a lien Substantially all of the Debtor's assets Describe the lien Guarantor to Credit Agreement dated as of June 15, 2018 Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$37,269,467.00 Unknown

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$37,269,467.00**Part 2: List Others to Be Notified for a Debt Already Listed in Part 1**

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
Holland & Knight LLP Attn: Joshua M. Spencer, Esq. 31 W 52nd St., 12th Floor New York, NY 10019	Line 2.1	

Fill in this information to identify the case:Debtor name **Flywheel Sports Parent, Inc.**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**Case number (if known) **20-12157**☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims****12/15**

Be as complete and accurate as possible. Use Part 1 for creditors with **PRIORITY** unsecured claims and Part 2 for creditors with **NONPRIORITY** unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims**1. Do any creditors have priority unsecured claims?** (See 11 U.S.C. § 507).☐ No. Go to Part 2.☒ Yes. Go to line 2.**2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part.** If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		Total claim	Priority amount
2.1	Priority creditor's name and mailing address State of Delaware Division of Corporations Binghamton, NY 13902-5509	\$261,501.95	\$261,501.95
	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		
	Date or dates debt was incurred		
	Basis for the claim: Franchise Tax		
	Last 4 digits of account number		
	Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)		
	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

Part 2: List All Creditors with NONPRIORITY Unsecured Claims**3. List in alphabetical order all of the creditors with nonpriority unsecured claims.** If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address IPFS of New York, LLC 3522 Thomasville Road Suite 400 Tallahassee, FL 32309	\$9,484.91
	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	
	Date(s) debt was incurred	
	Basis for the claim: Premium Finance Agreement	
	Last 4 digits of account number 1677	
	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Part 3: List Others to Be Notified About Unsecured Claims**4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2.** Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
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Name and mailing address

On which line in Part1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

4.1 **JPMorgan Chase**
Attn: State of DE - Corp. 5509
33 Lewis Road
Binghamton, NY 13905

Line 2.1

—

☐ Not listed. Explain _____

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

Total of claim amounts

5a. \$ 261,501.95

5b. + \$ 9,484.91

5c. \$ 270,986.86

Fill in this information to identify the case:

Debtor name **Flywheel Sports Parent, Inc.**

United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**

Case number (if known) **20-12157**

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B). *Property*

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest **Property Insurance Policy**

State the term remaining **3/31/2021**

List the contract number of any government contract _____

**Affiliated FM Insurance Co.
P.O. Box 7500
Johnston, RI 02919**

2.2. State what the contract or lease is for and the nature of the debtor's interest **D&O Insurance Policy**

State the term remaining **2/28/2021**

List the contract number of any government contract _____

**CNA Insurance Co.
125 Broad Street, 8th Fl.
New York, NY 10004**

2.3. State what the contract or lease is for and the nature of the debtor's interest **D&O Insurance Policy**

State the term remaining **2/28/2021**

List the contract number of any government contract _____

**Starr Indemnity & Liability Co
399 Park Avenue
New York, NY 10022**

Fill in this information to identify the case:Debtor name **Flywheel Sports Parent, Inc.**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**Case number (if known) **20-12157**☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

*Column 1: Codebtor**Column 2: Creditor***Name****Mailing Address****Name***Check all schedules that apply:***2.1 Flywheel Astor Place LLC****53 West 23rd Street, 9th Fl.
New York, NY 10010****Cortland Capital Market Svcs.**☒ D **2.1**
☐ E/F _____
☐ G _____**2.2 Flywheel Buckhead LLC****53 West 23rd Street, 9th Fl.
New York, NY 10010****Cortland Capital Market Svcs.**☒ D **2.1**
☐ E/F _____
☐ G _____**2.3 Flywheel CCDC, LLC****53 West 23rd Street, 9th Fl.
New York, NY 10010****Cortland Capital Market Svcs.**☒ D **2.1**
☐ E/F _____
☐ G _____**2.4 Flywheel Denver Union Station****53 West 23rd Street, 9th Fl.
New York, NY 10010****Cortland Capital Market Svcs.**☒ D **2.1**
☐ E/F _____
☐ G _____**2.5 Flywheel Domain LLC****53 West 23rd Street, 9th Fl.
New York, NY 10010****Cortland Capital Market Svcs.**☒ D **2.1**
☐ E/F _____
☐ G _____

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

2.6	Flywheel NM LLC	53 West 23rd Street, 9th Fl. New York, NY 10010	Cortland Capital Market Svcs.	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.7	Flywheel Park Avenue LLC	53 West 23rd Street, 9th Fl. New York, NY 10010	Cortland Capital Market Svcs.	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.8	Flywheel Playa Vista, LLC	53 West 23rd Street, 9th Fl. New York, NY 10010	Cortland Capital Market Svcs.	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.9	Flywheel San Francisco, LLC	53 West 23rd Street, 9th Fl. New York, NY 10010	Cortland Capital Market Svcs.	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.10	Flywheel Santa Monica, LLC	53 West 23rd Street, 9th Fl. New York, NY 10010	Cortland Capital Market Svcs.	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.11	Flywheel Sports Scottsdale LLC	53 West 23rd Street, 9th Fl. New York, NY 10010	Cortland Capital Market Svcs.	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.12	Flywheel Sports, Inc.	53 West 23rd Street, 9th Fl. New York, NY 10010	Cortland Capital Market Svcs.	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.13	Flywheel Topanga, LLC	53 West 23rd Street, 9th Fl. New York, NY 10010	Cortland Capital Market Svcs.	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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Debtor Flywheel Sports Parent, Inc.

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Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

2.14	Flywheel Walnut Creek LLC	53 West 23rd Street, 9th Fl. New York, NY 10010	Cortland Capital Market Svcs.	<input checked="" type="checkbox"/> D <u>2.1</u>
				<input type="checkbox"/> E/F _____
				<input type="checkbox"/> G _____

2.15	Flywheel Williamsburg LLC	53 West 23rd Street, 9th Fl. New York, NY 10010	Cortland Capital Market Svcs.	<input checked="" type="checkbox"/> D <u>2.1</u>
				<input type="checkbox"/> E/F _____
				<input type="checkbox"/> G _____